Google™ Investor Relations

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Google Code of Conduct

Preface

Our informal corporate motto is "Don't be evil." We Googlers generally relate those words to the way we serve our users – as well we should. But being "a different kind of company" means more than the products we make and the business we're building; it means making sure that our core values inform our conduct in all aspects of our lives as Google employees.

The Google Code of Conduct is the code by which we put those values into practice. This document is meant for public consumption, but its most important audience is within our own walls. This code isn't merely a set of rules for specific circumstances but an intentionally expansive statement of principles meant to inform all our actions; we expect all our employees, temporary workers, consultants, contractors, officers and directors to study these principles and do their best to apply them to any and all circumstances which may arise.

The core message is simple: Being Googlers means striving toward the highest possible standard of ethical business conduct. This is a matter as much practical as ethical; we hire great people who work hard to build great products, but our most important asset by far is our reputation as a company that warrants our users' faith and trust. That trust is the foundation upon which our success and prosperity rests, and it must be re-earned every day, in every way, by every one of us.

So please do read this code, and then read it again, and remember that as our company evolves, The Google Code of Conduct will evolve as well. Our core principles won't change, but the specifics might, so a year from now, please read it a third time. And always bear in mind that each of us has a personal responsibility to do everything we can to incorporate these principles into our work, and our lives.

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I. Serving Our Users

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Google has always flourished by serving the interests of our users first and foremost. Our goal is to build products that organize the world's information and make it accessible to our users. Here are several principles that all Googlers should keep in mind as we work toward that goal.

a. Usefulness
Our products, features and services should make Google more useful for our users, whether they're simple search users or advertisers, large or small companies. We have many different types of users, but one primary goal for serving them all. "Is this useful?" is the one question every Googler should keep in mind during any task, every day.

b. Honesty
Our communications with our users should be appropriately clear and truthful. Our reputation as a company our users can trust is among our most valuable assets, and it is up to all of us to make sure that we nourish that reputation.

c. Responsiveness
Part of being useful and honest is being appropriately responsive: recognizing relevant user feedback when we see it, and doing something about it. We take pride in responding to communications from our users, whether in the form of comments or questions, problems or compliments.

d. Taking Action
Saying that Google, and the products and services we produce, should be useful, honest and responsive is one thing; achieving that goal 100 percent of the time is, of course, quite another. That means that improving our work over time is largely contingent on the vigilance of our staff. Any time you feel our users aren't being well served, don't hesitate to bring it to the attention of the appropriate person. Googlers don't sit back and say nothing when the interests of the user are at stake. When you feel it's warranted, we encourage you to take a stand.

II. Respecting Each Other

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Google is committed to maintaining a supportive work environment in which all employees reach their fullest potential as participants in and contributors to our shared endeavor. To this end, every Googler is expected to do his or her utmost to promote a respectful workplace culture that is free of harassment, intimidation, bias and discrimination of any kind. If you know of a situation in which you feel these conditions aren't being met, you should immediately report the facts of the situation to your supervisor or the Human Resources Department or both. The important thing is that you bring the matter to Google's attention promptly so that any concern of discrimination or harassment can be investigated and addressed appropriately.

a. Equal Opportunity Employment
Google is an equal opportunity employer. Employment here is based solely upon one's individual merit and qualifications directly related to professional competence. We don't discriminate on the basis of race, color, religion, national origin, ancestry, pregnancy status, sex, age, marital status, disability, medical condition or sexual orientation, or any other basis protected by law. We will also make all reasonable accommodations to meet our obligations under the Americans with Disabilities Act (ADA) and state disability laws.

b. Harassment and Discrimination
Google is committed to maintaining a workplace environment free from discrimination and harassment. In keeping with this policy, Google strictly prohibits unlawful discrimination or harassment of any kind, including discrimination or harassment on the basis of race, color, veteran status, religion, gender, sex, sexual orientation, age, mental or physical disability, medical condition, national origin, marital status or any other characteristics protected by law.

We strictly prohibit all forms of unlawful harassment on the part of all employees, temporary workers, independent contractors, interns, and other professional service providers. We prohibit unlawful harassment in any form, including verbal, physical or visual harassment.

Sexual harassment includes, but isn't limited to, making unwanted sexual advances and requests for sexual favors where (1) submission to such conduct is made an explicit or implicit term or condition of employment; (2) submission to or rejection of advances is used as the basis for employment decisions affecting an individual, including granting of employee benefits; or (3) unwanted conduct has the purpose or effect of substantially interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment, even if it does not lead to tangible or economic job consequences.

If you believe you've been harassed by anyone with whom you come into contact at Google, you must immediately report the incident to your supervisor, the Director of Human Resources or both. Similarly, supervisors and managers who know of any such incident must immediately report the harassment to Human Resources, which will promptly and thoroughly investigate any complaints and take appropriate corrective action when it is warranted. Employees who are found to have violated this Code are subject to discipline up to and including immediate discharge.

Retaliation for reporting any incidents of discrimination or harassment or perceived discrimination or harassment, for making any complaints of discrimination or harassment, or participating in any investigation of incidents of discrimination or harassment or perceived discrimination or harassment is strictly prohibited. If a complaint of retaliation is substantiated, appropriate disciplinary action, which may include discharge, will be taken.

Too often one hears stories of employees who were harassed, often for long periods of time, but didn't feel comfortable coming forward. We want to make entirely clear that Google is not, and never will be, the kind of company in which any employee should ever feel that way. If you feel there's a problem, please let us know about it right away so that any concern of discrimination or harassment can be investigated and addressed promptly and appropriately.

c. Drug and Alcohol Use
Our position on substance abuse is quite simple: we consider it to be incompatible with our employee's health and safety, not to mention their chances of long-term success with this company. Employees who are under the influence of alcohol or drugs while on the job can endanger themselves and others and create serious disruptions. So, while any Googler who has cracked open a beer at a Google-sponsored event, such as at a Friday afternoon TGIF, knows that the legal consumption of alcohol by adults isn't absolutely prohibited on the Google campus, we wish also to make clear that Google strictly prohibits the use, manufacture, possession, purchase, sale or distribution of any illegal drug or controlled substance while performing company business. It also goes without saying that while performing Google business or attending a Google-sponsored event, alcohol consumption is only allowed to the extent that it is situationally appropriate and its use does not lead to impaired performance or inappropriate behavior, endanger the safety of anyone or violate the law.

In cases where an employee's manager has reasonable suspicion to believe that the employee is under the influence of drugs and/or alcohol and such influence may adversely affect the employee's job performance, safety or the safety of others in the workplace, the employee's manager may request an alcohol and/or drug screening for the employee. A reasonable suspicion is based on objective symptoms such as factors relating to the employee's appearance, behavior, speech, etc.

As a condition of employment, Google requires each employee to abide by the terms of this policy and notify it of any criminal drug statute conviction for a violation occurring in the workplace within five days of such conviction. Each employee will be provided a copy of this policy and will be required to acknowledge that they have reviewed this policy.

Employees who violate Google's substance abuse policy will be disciplined including potential termination and, in certain situations, may be subject to civil or criminal penalties.

d. Weapons and Workplace Violence
Google's commitment to providing all our employees with a completely safe work environment extends to any and all forms of weapons and workplace violence. Google will not tolerate any level of violence, or the threat of violence, in our workplace. Under no circumstances should any employee bring any sort of weapon to work or threaten violence of any kind, and violations of this policy will result in appropriate disciplinary action, up to and including dismissal. As with other elements of this Code, if you become aware of any violation of Google's weapons and workplace policy, you should report them to the Human Resources department immediately. In the case of potential violence, contact Google Security at 650-623-5555.

e. Our Dog Policy
Google's respect and affection for our canine friends is an integral facet

of our corporate culture. If you're interested, here's our official Dog Policy.

We have nothing against cats, per se, but we're a dog company, so as a general rule we feel cats visiting our campus would be fairly stressed out.

III. Avoiding Conflicts of Interest

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A conflict of interest occurs when, because of your role at Google, you are in a position to influence a decision or situation that may result in personal gain for you or your friends or family at the expense of the company or our users. All of us at Google should avoid situations that present potential conflicts of interest, either real or perceived; it is our responsibility to act at all times with the best interests of Google and our users in mind. In no way should you personally profit from transactions based on your relationship with Google if it harms the company.

The core principle to keep in mind is that being open and honest about the possibility of a given conflict of interest is the key to ensuring that it doesn't become a problem. If you're ever in doubt about whether a given action or decision would or wouldn't represent a conflict of interest, please consult your manager or Human Resources beforehand.

a. Openness
You should consider it your responsibility to promptly disclose any interest you may have that could conflict with the interests of Google. For example, if one of your family members (including your parents, siblings, children or in-laws) is or becomes a Google supplier, customer, developer or competitor, that may not necessarily represent a conflict of interest, but the right thing to do nonetheless is to let your manager know about the situation immediately.

One way to think about it when considering whether a given action, relationship, gift, etc. constitutes a conflict of interest is to imagine yourself at a company meeting. Could you justify your actions in front of your peers? The answer to that question should help you evaluate the situation.

b. Personal Investments
You should not invest, without approval from the Audit Committee of our Board of Directors, in a Google customer, supplier, developer or competitor if it's at all likely that your investment could compromise the fulfillment of your responsibilities as a Googler. As a general rule, the greater your responsibilities at Google and the larger the amount of the desired investment, the more likely it is that you're doing something that conflicts (or could be perceived as conflicting) with the company's interests.

c. Gifts and Entertainment
Not all gifts and entertainment necessarily represent conflicts of interest; inexpensive "token" gifts, infrequent business meals and entertainment, and invitations to celebratory events can be considered ordinary aspects of many Googlers' business relationships, provided that they aren't sufficiently excessive as to create the appearance of impropriety. Accepting an invitation to a cocktail party thrown by an advertising partner, for instance, might be considered not only an acceptable business activity but a necessary one for an AdWords sales employee.

You should not, however, accept any significant gift, payment or anything else of value from customers, vendors , consultants, or anyone else doing business with Google, if the gift would likely be perceived as unduly influencing your business decisions. Accepting a company T-shirt or coffee mug, for instance, isn't likely to change your assessment of a potential business relationship.

One more word on this subject: It's worth remembering that many of the companies which whom you have professional dealings will have gifts-and-entertainment policies of their own; if any gift or event you're about to give or receive could fall into a dubious "gray zone," it's probably worth checking with your business counterpart to be sure he or she isn't, even inadvertently, violating his or her company's policy.

d. Business Relationships
Business relationships that you pursue outside your work at Google require above all – like many of the other situations described in this Code – your good faith and common sense. As a rule, professional relationships with companies that compete with Google are problematic for Googlers; in particular, you should be extremely reluctant to accept personal employment or fees of any kind from any Google supplier, customer, developer or competitor while you are employed here.

It's also important to point out that business opportunities discovered through your work at Google belong first and foremost to Google; you should not pursue such an opportunity yourself unless you first disclose it fully to, and receive permission to pursue it from, Google's General Counsel.

e. Friends and Relatives
Similarly, business relationships with friends and relatives whose interests may conflict with Google's can easily leave you with the sort of conflict of interest that can be difficult to happily resolve. Our rule here is simple: you should not enter into a Google-related business relationship with a close relative or significant other, including appointing them as an auditor, outside counsel or any other position that involves having financial dependence or influence on Google, without first contacting our General Counsel.

More senior executives sometimes get the opportunity to serve on other companies' boards. We aren't against this as a matter of principle, but a few words of caution are in order. For one, no Google employee should ever serve as a director for a company that directly competes with Google. In many cases it is fine to become a director of one of our company's suppliers, customers or developers, but you should make sure you receive prior consent from Google's General Counsel , Board of Directors or the Audit Committee of the Board of Directors.

Finally: it's a small world (especially here in Silicon Valley), and some of us will undoubtedly find ourselves involved in personal relationships with people employed by one of our competitors. In this case, as in most others, common sense applies: you shouldn't tell your significant other anything the company considers confidential, any more than you'd reveal that information to a stranger at a coffee shop (and you shouldn't solicit confidential information about the competing company, either).

IV. Preserving Confidentiality

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As we all know, our company's confidential and proprietary information is an invaluable asset that all Googlers must take great care to protect; company information that leaks prematurely into the press or to competitors can hurt product launches, eliminate our competitive advantage, and prove costly in any number of other ways. So our responsibilities in this arena extend beyond merely not revealing confidential Google material; they also include its proper labeling, securing and disposal; the safeguarding of confidential information that Google receives from third parties under non-disclosure agreements; and internal compliance with applicable intellectual property laws, such as those protecting patents, copyrights, trade secrets and trademarks.

The key to exercising proper vigilance in safeguarding confidential Google material is to be sure you know the proper rules of conduct in advance. To whatever extent your particular job involves dealing with confidential information, please be sure you've read the following guidelines, and bear them in mind in the course of your business dealings.

Please remember that the consequences to you if you disclose confidential or proprietary information can be severe, and include dismissal, civil lawsuits against you (by us or others) with significant claims for, among other things, monetary damages, and/or criminal prosecution.

a. Confidential Google Information
Google's "confidential information" may include financial information, product information, user information, etc. The first rule is pretty simple: it is your responsibility to exercise all due care to ensure that confidential company material stays that way. At times, however, some particular project or negotiation properly necessitates disclosing confidential information to a third party. Disclosure of confidential information should be on a "need to know" basis. When such instances arise, simply be sure to first contact the Legal Department so they can draft an appropriate nondisclosure agreement for the signature of all appropriate parties. In addition, please promptly report to our Legal Department any possible infringements of Google intellectual property.

There are, of course, "gray areas" in which your best judgment applies more fully than any hard-and-fast rule. Suppose, for instance, that a friend who works at a non-profit charitable organization asks you for advice about how to improve that site's Google search ranking? Using your Googler knowledge to give your friend site-optimization tips that he or she could have found in any number of books, articles and websites isn't likely to seem problematic, but giving tips that aren't publicly known definitely would be. As always, your own judgment is likely to be your best barometer – but you have to use that judgment.

b. Trademarks, Logos and Copyrights
The name Google Inc., the names of numerous Google products and services, and the various logos related to those products and services are all the company's intellectual property, and unauthorized use of them can do real damage to our company's public image. So it's important to remember that any use of Google logos and trademarks must be cleared in advance by our marketing director.

c. Google Partners
Just as you should be careful not to disclose confidential Google information, it's equally important not to disclose any confidential third-party information with which you may be entrusted in the course of your work. You should take care not to accept any confidential information from third parties without first contacting our Legal Department so it can draft an appropriate nondisclosure agreement. Even after the agreement is signed, try only to accept as much information as is necessary to accomplish your business objectives. Also, please remember that you are personally responsible for reading the nondisclosure agreement and abiding by its restrictions.

You should also be sure to obtain legal licenses for any third-party software you use in your work, and that you receive a publisher's consent, or consult the Legal Department, before copying any publication or software in connection with your work with Google.

d. Competitors' Information
The level of business ethics to which we aspire means applying the same rules to our competitors' information as we do to our own, and that we treat our competitors as we hope they will treat us. We respect our competitors and above all else believe in fair play in all circumstances; we would no sooner use a competitor's confidential information to our advantage than we would wish them to use ours. So, although gathering publicly available information about competitors is certainly a legitimate part of business competition, you should not seek out our competitors' confidential information or seek to use it if it comes into your possession. The same goes for confidential information belonging to any former employer of yours. If an opportunity arises to take advantage of competitors' confidential information, remember: don't be evil. We compete, but we don't cheat.

e. Outside Communications
As a general rule, all Googlers know that we believe in being extremely careful about disclosing company information. It's almost always a bad idea to post discussions or information about Google on the Internet or anywhere else unless you're authorized to do so as part of your job. And you should never discuss the company with members of the media unless you've been explicitly authorized to do so by our public relations department.

V. Maintaining Books and Records

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Accurate financial reporting is a core aspect of corporate professionalism. Our goal at Google is, and will always be, accounting transparency and accuracy.

To meet this standard, we consider it essential to maintain detailed, accurate books, records and accounts to accurately reflect our transactions and to provide full, fair, accurate, timely and understandable disclosure in reports and documents that we file with or submit to the Securities and Exchange Commission and in other public communications. To make sure that we get this right, Google maintains a system of internal accounting controls to reinforce and verify our own compliance with these policies. Please be certain that in the course of work you always stay in full compliance with any system of internal controls that is communicated to you by the CEO, CFO, General Counsel, finance department, or head of your department, or generally communicated through the company's intranet site.

a. Business Transactions
Your own job at Google may or may not involve significant record-keeping; but whenever appropriate, we're all responsible for helping to make sure that Google's books are accurate. When you're involved in business transactions, be sure that you're following company procedures for carrying out and reporting them, obtaining appropriate management authorization for them (for instance, making sure you have finance department, and, where appropriate, Legal Department approval before entering into revenue-related contracts), and maintaining appropriate documentation for them.

b. Reporting Procedures
Whenever the occasion arises, you should do everything possible to cooperate with our accounting/finance teams, external auditors and legal

counsel by giving them candid, thorough information to ensure that our books and records are accurate. If your job calls it for it, you should make sure that you're fully familiar with Google's policies, such as our revenue recognition policy for the recording of sales and our purchasing policy for purchases, and report to the finance department any transactions of which you think they may not be aware.

c. Reporting Irregularities
Needless to say, you should never, ever in any way interfere with or seek to improperly influence, directly or indirectly, the auditing of Google's financial records; and you should never falsify any book, record or account, including time reports, expense accounts and other personal Google records.

If in the course of your work you come across any suspected accounting irregularities, no matter how small, you should immediately report them in accordance with our Reporting of Financial and Accounting Concerns Policy.

VI. Protecting Google's Assets

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Google has (and intends to maintain) a well-earned reputation for generosity when it comes to employee benefits. But our long-term success will also depend on our ability to be smart about conserving company resources. Here are a few guidelines to follow in aiming to avoiding needless waste.

a. Company Equipment
Googlers should always take care to conserve company assets and equipment. All Google employees are provided with every possible tool we need to do our jobs effectively and comfortably, which makes it even more incumbent on all of us to avoid needless waste. Nobody's going to complain if you snag an extra bagel on Friday morning, but as a general rule, company funds, equipment and other assets should not be requisitioned for purely personal use. If you aren't sure whether or not a given usage of company assets is okay, please ask your manager or Human Resources.

b. Computer and other Communications Resources
Google's computer, telephony and other communications resources are a crucial aspect of our company's property, both physical and intellectual. Please take all due care to maintain the security and privacy of these resources, and if you have any reason to believe that our network security has been violated – if, for instance, you have reason to believe that your network password may have been compromised – please promptly report the incident to the senior director of Information Services.

c. Third-Party Suppliers
As our company grows, we strike more and more deals with third-party suppliers of equipment and services – and we always strive to strike the best possible deal. If you're involved in selecting suppliers of goods or services, be sure to solicit competing bids if appropriate to make sure that you're getting the best price. But price isn't the only factor worth considering; also take into account quality, service, and the terms and conditions of the proposed deal.

d. Company Contracts
Signing a contract on behalf of the company is a big deal. Please be sure never to enter into any contract unless you are authorized to do so (and if you are unsure if you are authorized, ask the finance department) and

until it has been reviewed or approved as a form by the Legal Department. And even with these rules in mind, be careful never to sign a contract without first taking the time to study it yourself until you fully understand its terms.

VII. Obeying the Law

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Google takes its responsibilities to comply with the laws and regulations applicable to it very seriously. Although we recognize that it is probably impossible for you to understand all aspects of every applicable law, please take the time to try to generally familiarize yourself with the major laws and regulations that apply to your work and take advantage of our Legal Department to assist you and answer questions. We must all always remember that our reputation is the foundation of our present and future success – and that earning, and then maintaining, that reputation requires attention and effort to stay in compliance with the law.

a. The Foreign Corrupt Practices Act

Google requires full compliance with the Foreign Corrupt Practices Act, export control regulations, antitrust laws and other trade regulation statutes.

The Foreign Corrupt Practices Act prohibits any "corrupt" offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value to any foreign official, or any foreign political party, candidate or official, for the purpose of: influencing any act or failure to act in the foreign official or party's official capacity; or inducing the foreign official or party to use influence to affect a decision of a foreign government or agency, in order to obtain or retain business for anyone, or direct business to anyone.

What all does this legal jargon mean to you? Simply put: that any attempt on the part of any Google employee or contractor to bribe or otherwise unethically influence any United States or foreign official, in either the public or private sector, is probably illegal and regardless, is completely unacceptable and against Google's Code of Conduct.

As always, though, there's a gray area here: you should take great caution with any gifts or other inducements that could be perceived as bribes. That doesn't mean all minor gifts or promotional and marketing materials are unacceptable (although, in general, government officials in the United States and in many other countries may be very reluctant to accept any gifts or items of value to avoid the appearance of impropriety); just that the care we all take to stay on the right side of ethical business practices also must be adhered to in the international arena.

b. Export Controls

The United States is among a number of countries that maintain controls on the destinations to which products or software may be exported. The United States regulations are complex and apply both to exports from the United States and to exports of products from other countries, when those products contain components or technology of American origin. Software created in the United States is subject to these regulations even if it's duplicated and packaged abroad. In some circumstances, an oral presentation containing technical data made to foreign nationals in the United States may even constitute a controlled export.

The bottom line here is, if you're involved in any way in the exporting of

Google products, services, software or any form of technology to a foreign country or countries, or if you're considering beginning such a transaction, you should work with your manager to be absolutely certain that the transaction or transactions in question stay well within the bounds of U.S. law. If you and your manager aren't sure, please contact the Legal Department.

c. Antitrust Laws

Most countries have laws designed to encourage and protect free and fair competition. These laws often regulate a company's relationships with its distributors, resellers, dealers, partners, customers and competitors. Generally speaking, these laws prohibit arrangements with competitors that restrain trade in some way, abuse intellectual property rights or employ monopoly power, price discrimination and other forms of unfair competition. Although the spirit of these laws, known as "antitrust," "competition," "consumer protection" or "unfair competition" laws, is straightforward, their application to particular situations can be quite complex. To ensure that Google complies fully with these laws, each of us should have a basic knowledge of these laws as they apply to our work, and should contact our Legal Department before questionable situations arise.

VIII. Using Our Code

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It's impossible to spell out every possible ethical scenario we Googlers might face, so we rely on one another's discretion and judgment to uphold this policy. We expect all Googlers to accept and be guided by both the letter and the spirit of this Code. Often this will mean making judgment calls about situations. When it comes to ethical conduct, we believe in erring on the side of caution, but not all violations are equally serious. That isn't an easy call, so if you aren't sure, by all means don't be afraid to ask questions of your manager or our Legal Department.

We should all consider it part of our job at Google to not just follow this Code but help enforce it as well. If you know of a situation or incident that you feel may violate this Code, please report it to your manager or to Human Resources. Your report will be reviewed and any Googler found to have violated any of the terms of this Code will be subject to disciplinary action, that may include termination of employment. We'll also take any appropriate steps to prevent any further violations.

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